LIBRARY
SUPREME COURT, U. S.

Office-Supreme Court, U.S.
FILED
OCT 12 1964
JOHN F. DAVIS, CLERK

IN THE

Supreme Court of the United States

OCTOBER TERM, 1964

No. 489

UNITED STATES OF AMERICA,
Petitioner,

v.

ATLAS LIFE INSURANCE COMPANY,
Respondent.

BRIEF IN OPPOSITION TO PETITION FOR WRIT OF CERTIORARI

NORRIS DARRELL
Attorney for Respondent
48 Wall Street
New York, New York 10005

M. BERNARD AIDINOFF
KENDYL K. MONROE
SULLIVAN & CROMWELL

DICKSON M. SAUNDERS
DOERNER, STUART, MORELAND
& SAUNDERS

BYRON V. BOONE,
BOONE & ELLISON

THOMAS C. THOMPSON, JR.
BIRD AND THOMPSON
Of Counsel.

INDEX

	PAGE
Question Presented	1
Statement	2
Argument	6
Conclusion	16

CITATIONS

CASES:

Commissioner v. *Shamberg's Estate*, 144 F. 2d 998 (2d Cir. 1944), *cert. denied*, 323 U. S. 792 (1945) ---- 15

Crowell v. *Benson*, 285 U. S. 22 (1932) ---- 14

Denman v. *Slayton*, 282 U. S. 514 (1931) ---- 11

Eisner v. *Macomber*, 252 U. S. 189 (1920) ---- 13

Helvering v. *Griffiths*, 318 U. S. 371 (1943) ---- 13

Helvering v. *Independent Life Ins. Co.*, 242 U. S. 371 (1934) ---- 11

Missouri ex rel. *Missouri Ins. Co.* v. *Gehner*, 281 U. S. 313 (1930) ---- 8, 12, 13, 15

National Life Ins. Co. v. *United States*, 277 U. S. 508 (1928) ---- 2, 8, 9, 11, 12, 13, 15

Tobin v. *United States*, 306 F.2d 270, *cert. denied*, 371 U. S. 902 (1962) ---- 15

STATUTES:

Internal Revenue Code of 1954

Section 801-820 ---- 4

Section 804(a)(1) ---- 4

PAGE

Section 804(a)(6) ---------- 3, 5, 7, 10, 11, 12, 15
Section 809(a)(1) ---------- 4
Section 809(b)(4) ---------- 3, 5, 7, 10, 11, 12, 15

Pub. L. 88-571, 78 Stat. 857 (1964) ---------- 12

Revenue Act of 1921, ch. 136, 42 Stat. 261
Section 245(a)(1) ---------- 2
Section 245(a)(2) ---------- 2

MISCELLANEOUS:

105 Cong. Rec. (1959) ---------- 9, 10

Hearings Before the Senate Finance Committee on H. R. 4245, 86th Cong., 1st Sess. (1959) -- 9

Hearings Before the Senate Finance Committee on H. R. 5739, 88th Cong., 2d Sess. (1964) --- 12

H. R. 4245, 86th Cong., 1st Sess. (1959) ---------- 3

S. Rep. No. 291, 86th Cong., 1st Sess. (1959) --- 4, 9

IN THE

Supreme Court of the United States

OCTOBER TERM, 1964

No. 489

UNITED STATES OF AMERICA,
Petitioner,

v.

ATLAS LIFE INSURANCE COMPANY,
Respondent.

BRIEF IN OPPOSITION TO PETITION FOR WRIT OF CERTIORARI

This brief is submitted in opposition to the Petition for a Writ of Certiorari to the United States Court of Appeals for the Tenth Circuit in the above-entitled case.[1]

Question Presented

This case does not involve a constitutional question, hypothetical or otherwise. The sole question is one of statutory interpretation:

Is a tax imposed on state and municipal bond interest contrary to the intent of Congress in enacting the Life Insurance Company Income Tax Act of 1959 when a larger share of the investment income of a life insurance company is taxed to it and its income tax liability is increased solely by reason of the receipt of such interest?

[1] The petition is referred to herein as "Pet."; the appendix thereto as "App."; and the Transcript of Record in the Court of Appeals as "R."

Statement

Throughout most of the history of the Federal income taxation of life insurance companies, each year's taxable investment income has been reduced by an allowance determined with reference to liabilities under insurance contracts out of recognition that annual increases in such liabilities are a cost of doing business as a life insurance company.

The Revenue Act of 1921 provided a deduction from investment income equal to the amount by which 4 per cent of the mean of the life insurance company's reserve funds required by law exceeded the company's tax-exempt interest. Ch. 136, § 245(a)(2), 42 Stat. 261. Interest on state and municipal bonds was also deductible in full. Section 245(a)(1). In *National Life Ins. Co.* v. *United States*, 277 U. S. 508 (1928), it was held that the reduction of the 4 per cent deduction by the amount of tax-exempt interest received could not be given effect because it would result in the taxation of such interest contrary to the Constitution of the United States and the Congressional policy not to tax such interest reflected elsewhere in the statute. Thereafter, under the 1921 Act and subsequent revenue acts applicable to all years up to 1958, the deduction in respect of reserve liability increases was not affected by the individual company's receipt of tax-exempt interest.[2]

[2] Until 1941, the deduction continued to be determined by multiplying the company's reserves by a given rate enacted into the statute. From 1942 to 1957, the deduction was expressed as a percentage of the company's net investment income; the percentage was computed under one formula or another for the entire life insurance industry and did not change because of an individual company's receipt of state or municipal bond interest.

In 1958 the House initially passed a bill in which the deduction for increases in policyholder liabilities was continued in the computation of both "taxable investment income" and "gain from operations". However, this deduction was reduced by an allocated portion of state and municipal bond interest. H.R. 4245, 86th Cong., 1st Sess., §§ 804(a), 805(e), 809(d)(2), 809(f)(1) (1959). The Senate changed the deduction to an exclusion for the "policyholders' share" of each and every item of investment income, including a pro rata portion of such interest, which resulted in taxing the same amount of investment income to the company as the "company's share" as resulted from the deduction provided in the House bill. This change in the designation of the allowance was of no legal significance, since the company alone was liable for any taxes on the income from its investments.[3] At the same time, the Senate adopted the provisions, each entitled "Exception", now found in Sections 804(a)(6) and 809(b)(4) of the Internal Revenue Code of 1954 which direct that adjustments shall be made if in any case e application of the definitions of "taxable invest- t income" and "gain from operations" results in nposition of tax on state and municipal bond or certain other items.

[3] Life insurance companies alone are the owners of their assets and the earnings thereon. Their reserves are liabilities, and annual increases in reserve liabilities are calculated on the basis of actuarial tables and assumed interest rates without reference to earnings on any investments made by the company. For Federal income tax purposes, such earnings are taxable only to the company, and only the company is concerned with whether they are fully taxable or partially or wholly tax-exempt. The taxation of trusts and their beneficiaries to which petitioner refers (Pet. 18 n.9, 19) is not analogous, since life insurance companies are not conduits.

The bill as amended by the Senate was finally enacted as the Life Insurance Company Income Tax Act of 1959, Pub. L. 86-69, 73 Stat. 112, 26 U. S. C. §§ 801-820, which is applicable to taxable years beginning after December 31, 1957.

The "policyholders' share" as defined under the Act includes a percentage of each and every item of investment income.[4] Petitioner concedes that, under this approach, if additional state and municipal bond interest is received, a larger share of the taxable items of investment income will normally be taxed to the company than if such interest had not been received.[5] (Pet. 7-8, 12-13 & n.5.) The effect on the company's tax liability is the same as if the "policyholders' share" exclusion were simply a deduction from investment income and the deduction were reduced by a pro rata

[4] The "policyholders' share" is equal in amount to the amount designated "policy and other contract liability requirements" in the computation of "taxable investment income" and "required interest" in the computation of "gain from operations". Sections 804(a)(1) and 809(a)(1). It was estimated by the Senate Finance Committee that $460 million of the $500 million of revenue expected to be derived for 1958 under the bill as amended by the Committee would be attributable to "taxable investment income". S. Rep. No. 291, 86th Cong., 1st Sess. 12 (1959).

[5] In the computation of "taxable investment income", the amount of respondent's "policy and other contract liability requirements" did not remain constant because tax-exempt interest was included in the earning rates which were applied to "adjusted life insurance reserves" to arrive at the amount. This increased "policy and other liability requirements", but the increase was not proportionate to the amount of tax-exempt interest, and there was, therefore, a net increase in the amount of investment income taxed to respondent after excluding the policyholders' share. See App. 6a-7a & n.8; 333 F. 2d at 392-93 & n.8. This will not always be the case, however, as petitioner recognizes. (Pet. 13 n.5.) In the computation of "gain from operations", respondent's "required interest" was not affected by the receipt of tax-exempt interest.

share of tax-exempt interest, although it probably was not fully understood that the "policyholders' share" exclusion would have this effect when it was first proposed.

Petitioner also concedes that respondent's tax liability for 1958 computed without adjustment was increased by $11,252.19 solely because of its receipt of $36,637.79 of state and municipal bond interest, and that its tax liability would be further increased if it received additional interest of this type. (Pet. 9-10, 12, 17.) At the trial it was shown that respondent's tax liability would be increased at a marginal or effective rate of 29.1% by reason of the receipt of additional interest on state and municipal bonds, and that if such interest were subject to a tax burden at that marginal rate, a fully taxable corporate bond would be more likely under normal market conditions to be a better investment for respondent than a state or municipal bond of the same quality. (R. 44-46.)

The Court of Appeals held that the increase in the Federal income tax liability of respondent which resulted solely from its receipt of interest from state and municipal bonds was not intended by Congress, and that the adjustments expressly provided in Sections 804(a)(6) and 809(b)(4) were intended to eliminate the increase. (App. 19a, 20a; 333 F.2d at 398, 399.)

The adjustments determined by the Court of Appeals were computed by removing interest on state and municipal bonds at every point where the receipt of such interest might affect the determination of re-

spondent's tax. (App. 20a; 333 F.2d at 399.) Thus the computation of the "policyholders' share", and ultimately the amount of the taxable items of investment income on which respondent's tax was based, was made neutral with respect to the receipt of interest on state and municipal bonds. The adjustment did not have the effect claimed by petitioner (Pet. 2, 10, 15) of "allocating" all tax-exempt interest to the company and only items of taxable income to the policyholders' share exclusion.[6] Just like any other deduction, the "policyholders' share" was neither decreased nor increased because of the receipt of such interest, and the company's ultimate tax liability was not affected by the receipt of such interest.

Argument

I.

The "policyholders' share" concept, stated by petitioner to be the "cornerstone" of a "carefully formulated statutory plan" (Pet. 11, 12), was not adopted or even proposed in the process of enacting the Life Insurance Company Income Tax Act of 1959 until after hearings had been held by the Senate Finance

[6] In the computation of "taxable investment income", in addition to removing state and municipal bond interest from "investment yield" for the purpose of determining the percentage of investment income to be excluded as the "policyholders' share", such interest was omitted from the earnings rates used to determine "policy and other contract liability requirements". If earnings rates had not been so adjusted, the reduction in the amount of investment income taxed to respondent would have been even greater. State and municipal bonds were not excluded from assets in determining the earnings rates, being treated, in effect, like idle bank accounts, since the exclusion of such bonds from assets (just as the inclusion of interest thereon in earnings) would have increased earnings rates to respondent's benefit, thereby increasing the amount to be refunded to respondent.

Committee on a bill not containing such provisions which had been drafted and recommended by the Treasury Department and had been approved by the House of Representatives. At the same time that the "policyholders' share" concept was added to the bill, the adjustment provisions of Sections 804(a)(6) and 809(b)(4) were also adopted. The Court of Appeals correctly viewed this case as involving only a determination of the extent to which Congress intended to legislate. (App. 9a; 333 F.2d at 393.) A brief review of the legislative history of these provisions, which the Court of Appeals relied on[7] but which is not referred to in the petition, confirms that the Court of Appeals correctly followed the intent of Congress in applying the adjustment provisions.

The deduction and "add back" provisions in the bill initially passed by the House were severely criticized in the hearings before the Senate Finance Committee by both testifying witnesses and Committee members on two grounds:

> 1. Since the amount of the deduction and hence the ultimate tax liability would vary with the receipt of state and municipal bond interest, the tax burden thereby imposed on the receipt of such interest would increase the cost of borrowing by state and municipal governments. Throughout the Senate Finance Committee hearings, concern over this effect of the House bill was repeatedly expressed by state and local government officials and by members of the Committee.[8] The continu-

[7] One Court of Appeals Judge, concurring in the result, found it unnecessary to explore the legislative history since the statute discloses a clear intent not to tax income from state and municipal securities. App. 21a-22a; 333 F.2d at 399-400.

[8] See, *e.g.*, the references at App. 15a n.11; 333 F.2d at 396 n.11.

ing concern of state and municipal governments with the economic burden in the form of higher interest rates that would be imposed on such entities is evidenced by the participation of representatives of 11 nationwide associations of state and municipal officials in an *amicus* brief in the Court of Appeals which supported respondent's position.[9]

2. The House bill was repeatedly condemned in the Senate Finance Committee hearings on the ground that the reduction of the reserve deduction because of the receipt of state and municipal bond interest was inconsistent with the principle of intergovernmental tax immunity set forth in *National Life Ins. Co.* v. *United States,* 277 U. S. 508 (1928), and *Missouri* ex rel. *Missouri Ins. Co.* v. *Gehner,* 281 U. S. 313 (1930). Although the reduction in the reserve deduction under the House bill was not identical in amount with the reduction under the statute in *National Life,* it could not be reconciled with the constitutional doctrine applied in that case, and it was substantially identical with the pro rata reduction which was struck down in *Gehner* on the same grounds. The relevance of these cases and their constitutional importance was unmistakably brought to

[9] The brief in the Court of Appeals was submitted on behalf of the Governors' Conference; The National Association of Attorneys General; The American Municipal Association; The United States Conference of Mayors; The National Association of Counties; The National Institute of Municipal Law Officers; The Council of State Governments; The National Association of State Auditors, Comptrollers and Treasurers; The National Association of County Civil Attorneys; The Municipal Finance Officers Association and the Conference on State Defense. The attorneys for the respective organizations who signed the brief included persons holding the office of Governor; Attorney General, Mayor, City Attorney, County Counsel and State Comptroller.

the attention of the Senate Finance Committee.[10] While representatives of the Treasury Department suggested at one point that the continuing validity of the constitutional aspects of *National Life* might be questioned,[11] this view was strongly disputed in statements by both testifying witnesses and a member of the Committee.[12]

Neither of the objections made before the Senate Finance Committee to the treatment of tax-exempt interest under the House bill was remedied by changing the deduction and "add-back" provisions of the House bill to an "exclusion" which had the effect of subtracting the same amount from total investment income before arriving at the net amount of investment income on which the company's tax was based. While the division of income and expenses into a "policyholders' share" and a "company's share" was recommended as a "better concept" by the Senate Finance Committee at the suggestion of the Treasury Department, this was, as Senator Byrd said, "a most complicated bill",[13] and there remained doubts as to the effect this change would have. To resolve those doubts, the adjustment provisions were added to the bill at the same time and the Senate Finance Committee report stated that this "makes it clear that in no case is any tax to be imposed on tax-exempt interest. . . ." S. Rep. No. 291, 86th Cong., 1st Sess. 18 (1959). The adjustment provisions,

---

[10] See, *e.g.*, the references at App. 14a-15a n.10; 333 F.2d at 396 n.10.

[11] *Hearings Before the Senate Finance Committee on H.R. 4245*, 86th Cong., 1st Sess. 50-51 (1959). Petitioner makes a similar suggestion at Pet. 20.

[12] See, *e.g.*, *Hearings*, *supra* note 11, pp. 309, 318, 701.

[13] 105 Cong. Rec. 8400 (1959).

which are equally applicable to the intercorporate dividends received deduction, obviously served a more substantive purpose than is recognized by petitioner's assertion (Pet. 14-15) that Congress was only concerned with providing a means for precluding an ultimate challenge to the constitutional immunity of state and municipal bond interest from Federal taxation, for the dividends received deduction is not embroiled in such constitutional issues. In the subsequent legislative debates leading to enactment of the bill, it was repeatedly stated without qualification that, under the bill as amended by the Senate Finance Committee, no tax would be imposed on tax-exempt interest and there would be no denial of the full intercorporate dividends received deduction. The adjustment provisions were referred to in most of these statements. *E.g.*, 105 Cong. Rec. 8401, 10400, 10413-14. Although petitioner has readily conceded in its brief in the Court of Appeals and in the petition herein that the tax computed without the adjustments is increased solely by reason of the receipt of state and municipal bond interest, this result was not pointed out by those who spoke for the government at the time the bill was before Congress—most likely because they too did not completely understand at the time the operation of the complex formulae.

Without the adjustments in respondent's tax liability under Sections 804(a)(6) and 809(b)(4), the division of income and expenses between a "policyholders' share" and a "company's share" on an item-by-item basis has the same effect, when applied to state and municipal bond interest, as if a deduction for an ordinary business expense or any other deduction were denied

taxpayers to the extent of a pro rata portion of tax-exempt interest received in the same year. *Cf.* Pet. 19, 21. This would be a novel concept in our tax laws, which have never denied a deduction for expenses or other deductible items not related to the receipt of tax-exempt income. The Court of Appeals rightly concluded that, whatever might be said in favor of the method of taxation described by petitioner, Congress ultimately did not intend to legislate inconsistently with the principle recognized in *National Life*, and it enacted the adjustment clauses to make sure that the tax burden of a life insurance company would not be increased solely by reason of the receipt of interest from state or municipal securities.[14] (App. 19a; 333 F.2d at 398.) Congress did not intend that the "attribution of expense" approach advocated by petitioner (Pet. 18-20, 21), which was the approach of the House bill and was continued as the "policyholders' share" exclusion in the bill finally enacted, should be tested in litigation under the Life Insurance Company Income Tax Act of 1959.

The decision of the Court of Appeals applying the adjustments provided in Sections 804(a)(6) and 809(b)(4) is, therefore, fully in accord with the legislative history. The decision was also brought to the attention of Congress in the hearings cited by peti-

[14] The Court of Appeals also noted that in *Denman* v. *Slayton*, 282 U. S. 514 (1931), to which petitioner refers in support of its position (Pet. 19), it was stated, in an opinion written by the same Justice who wrote the opinion for the Court in *National Life*, that the tax burden imposed on taxable items of income in *National Life* was "radically different" from the denial of deductions for expenses incurred in earning tax-exempt income, which was involved in *Denman* v. *Slayton*. (App. 11a, 19a; 333 F.2d at 395, 398-99.) See also *Helvering* v. *Independent Life Ins. Co.*, 242 U. S. 371, 381 (1934).

tioner as the source for its claims as to the "staggering amounts" of revenue that turn on the decision (Pet. 16). Although it was pointed out that the litigation arose under the provisions of Sections 804(a)(6) and 809(b)(4), and although the bill before Congress related to amendments to the Life Insurance Company Income Tax Act of 1959, Congress took no remedial action. In fact, despite the claimed annual revenue loss of $77,000,000 (Pet. 16),[15] Congress passed the bill and adjourned without even acting with respect to the current year. See Pub. L. 88-571, 78 Stat. 857 (1964).

II.

Petitioner states (Pet. 20) that the only substantial question posed by this case is the scope to be given to the decisions in *National Life Ins. Co.* v. *United States*, 277 U. S. 508 (1928), and *Missouri* ex rel. *Missouri Ins. Co.* v. *Gehner*, 281 U. S. 313 (1930). In effect, petitioner means to limit or to question the continuing validity of the intergovernmental tax immunity doctrine enunciated in those decisions, which it admits (Pet. 20) supports the decision of the Court of Appeals. The Court of Appeals did not reach the question posed by petitioner since, after reviewing the legislative history, it concluded: "[I]t seems mani-

---

[15] The current annual reduction estimated by the Treasury Department was $75 million. *Hearings Before the Senate Finance Committee on H. R. 5739*, 88th Cong., 2d Sess. 29 (1964).

In any event, the reciprocal of the alleged "revenue loss" by the Federal government from the unimpaired exemption of state and local bond interest is that state and local governments are spared the equivalent burden in the form of higher interest rates, which is what Congress intended by the adjustment clauses.

festly plain . . . that Congress did not intend to invade the integrity of the intergovernmental tax immunity doctrine as exemplified in the decisional law when the legislation was under consideration." App. 19a; 333 F. 2d at 398.

In *Helvering* v. *Griffiths*, 318 U. S. 371 (1943), it was held in comparable circumstances that the constitutional validity of the decision in *Eisner* v. *Macomber*, 252 U. S. 189 (1920), could not be reconsidered. The statute in that case provided that a stock dividend was not taxable to the extent that it did not constitute income within the Sixteenth Amendment to the Constitution. The Court, in an opinion by Mr. Justice Jackson, stressed that it could not reconsider a prior constitutional decision in a tax case until it first found that the statute imposed a tax contrary to that decision, and it held that the statute before it could not be so interpreted in light of the legislative history showing that Congress had no intention of imposing a tax on stock dividends inconsistent with *Eisner* v. *Macomber*.

In this case, the Court of Appeals correctly invoked the adjustment clauses to eliminate the conceded conflict with the principle of *National Life* and *Gehner* that would otherwise result contrary to the intent of Congress. Just as in *Helvering* v. *Griffiths*, there is no statutory basis for reaching the constitutional question posed by petitioner.

Petitioner explains the adjustment clauses as "providing statutory authority for a judicial 'remodeling' of the statute should it be held 'unconstitutional' as written." (Pet. 15 n.6.) This almost imputes to Con-

gress an intent to abdicate its legislative responsibility and to delegate it to the judiciary. Furthermore, such an interpretation, if it were conceivable, would require the Court, if it granted certiorari, to examine the constitutional framework of the statute without the adjustment clauses, and thus to delve into the delicate area of intergovernmental tax immunities. Plainly, by enacting the adjustment clauses, Congress intended to avoid this type of constitutional litigation with respect to the Life Insurance Company Income Tax Act of 1959. Denying review in this case would not prevent Congress from changing its mind and provoking such constitutional litigation, but unless and until it does, review of the question which petitioner seeks to have reviewed is not warranted.

Only if the phrase "imposition of tax" in the adjustment clauses were construed in a legalistic, semantic fashion, rather than in the economic sense which Congress undoubtedly had in mind, would it become necessary to consider any constitutional question. In *Crowell* v. *Benson*, 285 U. S. 22, 62 (1932), Chief Justice Hughes said: "Where the validity of an act of the Congress is drawn in question, and even if a serious doubt of constitutionality is raised, it is a cardinal principle that this Court will first ascertain whether a construction of the statute is fairly possible by which the question may be avoided." It is only a strained construction of the statute such as that advanced by petitioner that even approaches a constitutional question in this case. The Court of Appeals, applying the adjustment clauses in accordance with their plain meaning, avoided any constitutional issue. When it declined to ignore the adjustment clauses, it acted to preserve, not

to "nullify" or "invalidate", the "statutory plan", as petitioner suggests. (Pet. 12, 13.) Since this interpretation was in accordance with the expressed intent of Congress, there is no reason for this Court to consider the constitutional question posed by petitioner.

The denial of certiorari in this case would be consistent with the Court's long standing policy of avoiding decisions on constitutional issues where such decisions are not necessary to the disposition of the case or to provide a workable interpretation of the statute. Such action would be particularly appropriate where, as here, the avoidable constitutional controversy is in the sensitive area of state and federal governmental relationships (see, *e.g.*, 323 U. S. 792 (1945), denying certiorari in *Commissioner* v. *Shamberg's Estate*, 144 F.2d 998 (2d Cir. 1944); and 371 U. S. 902 (1962), denying certiorari in *Tobin* v. *United States*, 306 F.2d 270 (1962)), and especially where, as here, the legislative history not only indicates that Congress had no desire to invite such controversy, but in fact demonstrates an affirmative desire to avoid it.

Since the legislative history makes it clear that the *National Life* and *Gehner* decisions were to be followed, as was done by the Court of Appeals, in determining the economic burden which the adjustments provided in Sections 804(a)(6) and 809(b)(4) were intended to avoid, and since it is the policy of this Court to avoid where possible sensitive constitutional questions such as that which petitioner seeks to inject into this case, the only issue posed by petitioner cannot appropriately be reached and there remains no issue in this case of sufficient importance to justify the granting of the petition for certiorari.

CONCLUSION

For the foregoing reasons, it is respectfully submitted that the petition for a writ of certiorari should be denied.

Respectfully submitted,

NORRIS DARRELL
Attorney for Respondent
48 Wall Street
New York, New York 10005

M. BERNARD AIDINOFF
KENDYL K. MONROE
SULLIVAN & CROMWELL
48 Wall Street
New York, New York 10005

DICKSON M. SAUNDERS
DOERNER, STUART, MORELAND
& SAUNDERS
1218 Atlas Life Building
Tulsa, Oklahoma 74111

BYRON V. BOONE
BOONE & ELLISON
914 World Building
Tulsa, Oklahoma 74111

THOMAS C. THOMPSON, JR.
BIRD AND THOMPSON
1000 Connecticut Avenue, N.W.
Washington, D. C. 20206
Of Counsel.